

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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AUTOMOBILE CLUBE OF NEW YORK,
INC. d/b/a AAA NEW YORK and AAA
NORTH JERSEY, INC.,

Plaintiffs,

-against-

THE PORT AUTHORITY OF NEW YORK
AND NEW JERSEY,

Defendant.

No. 11 Civ. 6746 (RKE) (HBP)

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**DECLARATION OF ALEXANDER SOUTHWELL IN SUPPORT OF
PORT AUTHORITY CHAIRMAN DAVID SAMSON'S AND COMMISSIONER
JEFFREY H. LYNFORD'S MOTION TO QUASH SUBPOENAS
OR, IN THE ALTERNATIVE, FOR A PROTECTIVE ORDER**

Alexander Southwell declares, pursuant to 28 U.S.C. § 1746:

1. I am a partner at the law firm of Gibson, Dunn & Crutcher LLP, counsel Port Authority Chairman David Samson and Commissioner Jeffrey H. Lynford of the Port Authority Board of Commissioners for purposes of responding to the subpoenas issued by Plaintiffs Automobile Club of New York, Inc. and AAA New Jersey, Inc. (collectively, "AAA") in this litigation (the "Subpoenas"). I submit this Declaration in support of the Commissioners' Motion to Quash the Subpoenas or, in the alternative, for a Protective Order.

2. On August 7, 2012, I spoke with Kevin Mulry and Michael Fitzgerald of Farrell Fritz LLP, counsel to AAA, in a telephonic meet-and-confer session, wherein counsel informed me that Plaintiffs seek to depose Commissioners Samson and Lynford in order to investigate what was in their minds when they deliberated on approving the toll increase.

3. On Friday, October 5, 2012, following the deposition of Rosemary Chiricolo, the Deputy Director of Budget and Management of the Port Authority, I spoke by telephone to Mr. Mulry and Mr. Fitzgerald and requested that AAA withdraw the Subpoenas as duplicative and unwarranted in light of the information developed and explored in Ms. Chiricolo's deposition. Mr. Mulry indicated that AAA would not voluntarily withdraw the Subpoenas.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: October 10, 2012
New York, NY



Alexander H. Southwell